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DIAL THRU INTERNATIONAL CORP

Form 8-K

July 26, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): July 21, 2005

Dial Thru International Corporation

(Exact name of Registrant as specified in its charter)

Delaware	0-22636	75-2461665
----- (State or other jurisdiction of incorporation)	----- (Commission File No.)	----- (I.R.S. Employer Identification No.)

17383 Sunset Boulevard, Suite 350
Los Angeles, California 90272

(Address of principal executive offices, including zip code)

(310) 566-1700

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01 Entry into a Material Definitive Agreement

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On July 21, 2005, the registrant amended its 10% convertible note originally dated October 24, 2001 in the principal amount of \$2,148,390, by and between the registrant and John Jenkins, Chief Executive Officer of the registrant. A copy of the amended note is attached hereto as Exhibit 10.1. This convertible note was amended to extend the maturity date from February 24, 2004 to February 29, 2008. In consideration for this amendment, the registrant issued to the holder of this convertible note warrants to purchase an aggregate of 580,000 shares of its common stock at an exercise price of \$0.16 per share. A copy of the warrant agreement is attached hereto as Exhibit 4.1.

On July 21, 2005, the registrant amended its 10% convertible note originally dated October 24, 2001 in the principal amount of \$100,000, by and between the registrant and Larry Vierra, a Director of the registrant. A copy of the amended note is attached hereto as Exhibit 10.2. This convertible note was amended to extend the maturity date from February 24, 2004 to February 29, 2008. In consideration for this amendment, the registrant issued to the holder of this convertible note warrants to purchase an aggregate of 30,000 shares of its common stock at an exercise price of \$0.16 per share. A copy of the warrant agreement is attached hereto as Exhibit 4.2.

On July 21, 2005, the registrant amended its 10% convertible note originally dated October 24, 2001 \$100,000 in the principal amount of \$100,000, by and between the registrant and Allen Sciarillo, Chief Financial Officer. A copy of the amended note is attached hereto as Exhibit 10.3. This convertible note was amended to extend the maturity date from February 24, 2004 to February 29, 2008. In consideration for this amendment, the registrant issued to the holder of this convertible note warrants to purchase an aggregate of 30,000 shares of its common stock at an exercise price of \$0.16 per share. A copy of the warrant agreement is attached hereto as Exhibit 4.3.

Item 2.03. Creation of a Direct Financial Obligation or an Obligation Under an Off-Balance Sheet Arrangement of a Registrant.

The disclosure set forth in Item 1.01 is incorporated by reference in this Item 2.03.

Item 3.02. Unregistered Sales of Equity Securities.

The warrants described in Item 1.01 were issued in a private placement transaction made in reliance upon exemptions from registration pursuant to Section 4(2) of the Securities Act of 1933.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits.

Exhibit Number	Description of Document
4.1	Common Stock Purchase Warrant dated July 21, 2005 between Dial Thru International Corporation and John Jenkins
4.2	Common Stock Purchase Warrant dated July 21, 2005 between Dial Thru International Corporation and Larry Vierra
4.3	Common Stock Purchase Warrant dated July 21, 2005 between Dial Thru International Corporation and Allen Sciarillo
10.1	Amendment Number 4 to 10% Convertible Note dated July 21, 2005 between Dial Thru International Corporation and John Jenkins

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- 10.2 Amendment Number 4 to 10% Convertible Note dated July 21, 2005
between Dial Thru International Corporation and Larry Vierra
- 10.3 Amendment Number 4 to 10% Convertible Note dated July 21, 2005
between Dial Thru International Corporation and Allen Sciarillo

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dial Thru International Corporation

Date: July 26, 2005

By: /s/ Allen Sciarillo

Allen Sciarillo
Chief Financial Officer, Secretary,
(Principal Accounting Officer and
Principal Financial Officer) and
Director